



Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

1. Name of society

Wellington Xiamen Association Inc.

2. Society number

933538

I certify that the alteration has been made in accordance with the rules of the society

Name

Rosemary Jones

Position

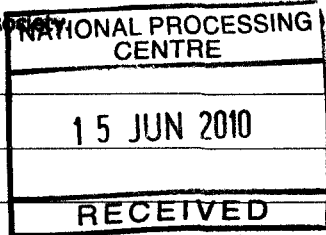
Secretary

Signature

Rosemary Jones

Date

1 June 2010



3. Complete this checklist before filing your application

Tick all options that apply to this alteration of rules

- Checked boxes for: This certification has been completed by an officer or a solicitor for the society. A copy of the rule alteration(s) is attached. The copy of the alteration to rules has been signed by three members of the society.

For society name changes -

- Unchecked boxes for: This rule alteration also includes a name change for the society, and We have checked that the new name of the society is available by conducting Register Searches at both www.societies.govt.nz and www.companies.govt.nz.

What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
The objects for which the society is established
How people become members of the society and cease being members of the society
How meetings of the society will be called and held and how voting will take place
How officers of the society will be appointed
Control and use of the common seal
How the society's funds will be controlled and invested
The powers (if any) that the society has to borrow money
How any property of the society will be distributed in the event of the society being wound up
How the rules of the society can be altered

NPC# 14
15 JUN 2010

4. Your contact details

Name and postal address
Wellington Xiamen Assn. Inc.
P.O. Box 25088
Wellington

Telephone

Email (optional)



The Wellington Xiamen Association Inc.

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CONSTITUTION

RULES OF THE WELLINGTON XIAMEN ASSOCIATION INCORPORATED

1. Name

The name of the Association is the “Wellington Xiamen Association Incorporated” (“the Association”)

2. Mission Statement & Objects

The mission of the Association is to support the development of the “Sister Cities” relationship between Wellington and Xiamen to the mutual benefit of the peoples of both cities.

The aims and objects of the Association are:

- (a) To involve a widely representative group of Wellingtonians in supporting the Wellington-Xiamen relationship;
- (b) To assist in the development of a greater understanding of Xiamen’s place in China’s history and China’s future development;
- (c) To encourage greater understanding of cross-cultural issues between the Chinese community and other communities in Wellington;
- (d) To assist the Wellington City Council in the development of a long-term programme that will significantly contribute to the development of the Wellington-Xiamen relationship;
- (e) To assist in undertaking any programme developed by Wellington City Council and the Association;
- (f) To cooperate with other organisations that also have an interest in enhancing relationships between different cultures and particularly those focusing on relationships with Chinese;
- (g) To develop relationships with organisations in Xiamen that supports the development of the Wellington-Xiamen relationship;
- (h) To work in conjunction with Chinese community groups in the Wellington region for the achievement of the aims and objectives of the Association.
- (i) To be involved in other activities that supports the mission statement

3. Patron

Due to the nature of the Sister Cities relationship that the Association is supporting, the Mayor of Wellington holding office from time to time shall be the Patron of the Association.

4. Membership

(a) Membership shall be open to any person, company, incorporated society or other organisation who or which is interested in the objects of the Association and who or which applies to and pays the required subscription to the Association.

(b) **Categories:** There shall be the following categories of memberships:

(i) **Foundation members:** Foundation members shall comprise those individual members who have paid the required subscription to the Association no later than two months after the date of incorporation of the Association.

(ii) **Honorary members:** Honorary members shall comprise those persons who, on the recommendation of two-thirds of the Committee, are invited to become members of the Association and accept.

(iii) **Corporate members:** Corporate members shall comprise any company, incorporated society or any other organisation itself having members and which has a formal structure or legal status, or the branch of such an organisation, which has paid the required subscription to the Association PROVIDED THAT no such corporate body may become a member of the Association if the purposes for which the Associations established are ultra vires of the corporate body.

(iv) **Individual members:** Individual members shall comprise all other persons who have paid the required subscription to the Association.

(c) **Duration of Membership:** Membership shall apply from the first day of July in the calendar year in which the member joins the Association. Every member shall remain a member of the Association unless membership is terminated in accordance with Rule 4(d).

(d) **Termination:** Membership of the Association shall be terminated by resignation in writing or by expulsion pursuant to a unanimous decision of the Committee.

(e) **Liability for Subscriptions:** Unless authorised by the Committee, a resigning member shall remain liable to pay the subscription due in the financial year in which that member resigns.

(f) **Financial Members:** A financial member shall be a member whose annual subscription is not more than 3 months in arrears. A member who has not paid the required subscription may retain membership as a non-financial member

until such time as the Committee terminates that member's membership but shall not have any voting rights in the interim.

(g) **Votes:** Each financial member shall have the right to one vote.

5. Subscriptions

(a) The financial year of the Association shall commence on 1 July in each year and subscription shall fall due on that date.

(b) The amount of the annual subscription shall be determined from time to time in General Meeting on the recommendation of the Committee.

6. Rights of Members

Each financial member shall be entitled to receive a copy of the Annual Report and the Financial Statements of the Association and copies of other publications as determined by the Committee and attend and vote at General Meetings of the Association.

7. The Committee

(a) The Committee shall comprise at least 9 and no more than 11 members, and shall have the following officers:

(i) A President;

(ii) A Vice President;

(iii) A Secretary;

(iv) A Treasurer;

(v) A representative of the Wellington City Council (nominated by the elected Councillors of the Wellington City Council);

(vi) A staff representative of the Wellington City Council nominated by the International Relation Manager of the Wellington City Council or nominated by his Manager.

(b) The Committee, including Officers shall be elected annually at the Annual General Meeting.

(c) A member of the Committee may resign at any time by giving notice in writing to the Secretary. On the resignation or death of a member of the Committee the vacancy occurring may be filled by the appointment of a person who the Committee in its discretion considers to be appropriate for the position vacated and who is a financial member of the Association. The person so appointed shall hold office until the next Annual General Meeting. Should the number of members of the Committee fall below 6, the continuing members shall continue to act only for the purpose of filling vacancies to bring their number up to 6 or 9 for the purposes of calling a General Meeting.

8. Committee Meetings

- (a) The Committee shall meet to transact the business and manage the affairs of the Association at least 6 times in each financial year and otherwise at such times as shall be agreed by the Committee.
- (b) The number of members of the Committee required for a quorum shall be 6.
- (c) The President of the Association shall be the Chairperson of the Committee. In the President's absence the Vice-President shall substitute. In the absence of either the President or Vice-President, the Committee shall nominate a Chairperson for that meeting. The Chairperson shall have a deliberative vote and in the event of an equality of votes being cast on any resolution the Chairperson shall have a casting vote. All matters shall be decided by a majority vote of those present by a show of hands unless a ballot is demanded by at least 3 members of the Committee.
- (d) Should any member of the Committee, except the representatives of the Wellington City Council, be absent without the consent of the Committee from three consecutive meetings, that person shall vacate the office held and forfeit membership of the Committee and the Committee may proceed to fill the vacancy in accordance with Rule 7(c). Any person vacating office under this rule may not be reappointed to the Committee until the next Annual General Meeting.

9. Functions of Committee

- (a) The administration and control of the Association shall be vested in the Committee. The Committee shall conduct the operations of the Association in accordance with these Rules and any amendments to them and shall abide by any directions given to the Association at any Annual or Special General Meeting.
- (b) In general the function of the Committee shall be to take such steps as are considered necessary to further the objects of the Association.
- (c) The Committee shall receive and allocate any moneys received by the Association from any source subject to and in accordance with any directions or conditions attached thereto.
- (d) The Committee shall conduct the correspondence and generally control the operations of the Association. The Committee shall have the power to appoint an Executive Committee.
- (e) The Committee shall also have the power to co-opt and appoint any person it considers desirable for achieving the mission statement of the Association. The co-opted person shall have full speaking rights at Committee meetings but that person's voting rights if any shall be determined by the Committee prior to that person's official appointment to the Committee as a co-opted member.

10. Administration of Funds and Property

- (a) All funds and property of the Association shall be vested in the Association and administered by the Committee in accordance with these Rules.
- (b) The Treasurer shall act as the Chief Financial Officer of the Association and shall keep proper records of all financial transactions in the name of the Association. The Treasurer shall be required to furnish to the Association on an annual basis financial statements duly certified by an auditor elected at the Annual General Meeting.
- (c) All income received by or on behalf of the Association shall forthwith be paid to the credit of the bank account operated by the Association. The banking facilities will be those determined by the Committee. All authorities or withdrawal slips drawn on the Association's banking facilities shall be signed by the Treasurer or Secretary, and the President or Vice-President.
- (d) No debts or commitments may be entered into by the Committee, any Sub-Committee, Executive Committee or individual Committee member unless voted on and approved at a previous meeting of the Committee or at a General Meeting.
- (e) All receipts for money paid or for property transferred or conveyed to the Association shall be signed by the Treasurer or nominee and such receipt shall be an effectual discharge for the money or other property therein stated to have been received.

11. General Meetings

- (a) **Quorum for General Meetings:** No business shall be transacted at any General Meeting unless a quorum of not less than 12 members are present in person or by proxy at the commencement of such business. If within 30 minutes of the time appointed for a meeting such quorum of members is not present, the meeting shall be dissolved.
- (b) **Chairperson:** The President shall preside as Chairperson at every General Meeting of the Association. If at any meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairperson of such meeting.
- (c) **Adjournment:** The President may, with the consent of the General Meeting, adjourn any business from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than business left unfinished at the General Meeting from which the adjournment took place.
- (d) **Voting at General Meetings:** All financial members of the Association shall be entitled to vote at General Meetings of the Association. Voting shall be by show of hands unless a ballot is demanded by not less than 4 members.
- (e) **Proxies:** A member who is not able to attend a General Meeting may cast a proxy vote. Such a vote must state the name of the member and the member's

vote for or against each item of business. Proxy votes must be lodged with the Secretary not less than 2 days before the date of the General Meeting. Valid proxy votes will be cast by the President on behalf of the absent member(s).

- (f) **Minutes:** The minutes, once confirmed by the meeting or the succeeding meeting, and signed by the Chairperson of the meeting or the succeeding, shall be conclusive evidence of the matters stated in such minutes. This Rule shall also apply to the minutes of Committee meetings.

12. Annual General Meeting

- (a) The Annual General Meeting of the Association shall be called by direction of the Committee. The following business shall be transacted at the Annual General Meeting:
 - (i) Consideration and approval of the Annual Report and Financial Statements of the Association and the Auditor's report thereon;
 - (ii) Election of Officers and ordinary members of the Committee;
 - (iii) Election of an Auditor who shall receive notice and minutes of all meetings of the Association;
 - (iv) Consideration of any business submitted by any financial member of the Association, notice of which shall have been given in writing to the Secretary not less than 7 days prior to the meeting;
 - (v) Consideration of any recommendations of the Committee.
- (b) Business that has not been raised and distributed in accordance with Rule 12(a)(iv) may be brought up under general business at any Annual or Special General meeting as long as this business does not involved the alteration of the Rules of the Association.
- (c) The Annual General Meeting shall be held not later than 3 months after the end of the financial year. Notice of such meetings shall be posted to each financial member not less than 7 days prior to the date of the meeting. The Annual Report, Financial Statements and any other documentation pertaining to the meeting shall be made available to every financial member 30 June at the meeting.

13. Special General Meetings

- (a) A Special General Meeting of the Association shall be summoned by direction of a majority of the members of the Committee or by the Secretary on receipt of a petition from not less than 10 financial members of the Association. Notice of the time, place and subject matter intended to be submitted to such Special General Meeting shall be posted to all financial members not less than 7 days prior to the date of such meeting.
- (b) Rules 11(a) to (f) inclusive shall apply to Special General Meetings as if the term "General Meeting" read "Special General Meeting".

14. General

- (a) The Secretary shall act as the Chief Administrative Officer and keep minutes of all meetings of the Association and the Committee. All minutes are to be entered in books kept for this purpose. The minutes shall record the names of all members of the Committee present at each meeting and all resolutions and proceedings at such meetings.
- (b) the registered office of the Association shall be in Wellington at a place determined from time to time by the Committee in General Meeting and due notice of any change of office shall be given to the Registrar of Incorporated Societies.
- (c) The Committee shall have the power on any question of doubt or ambiguity in these Rules to interpret the provisions of these Rules and any decision of the Committee upon such questions shall be conclusive and binding on the members.

15. Alterations to the Rules

- (a) Subject to the provision of the Incorporated Societies Act 1908 and to Rule 15(c), the Rules of the Association may be altered, rescinded or added to by resolution carried by a two thirds majority of the members present at a Special or Annual General Meeting.
- (b) Proposed changes must be advised to the Secretary 21 days prior to a Special or Annual General Meeting so as to be distributed to all members at least 7 days before such meetings.
- (c) No alteration to these Rules shall be made which would affect the Association's charitable status.

16. Liquidation

- (a) The Association may be put into liquidation if the members, at a Special General Meeting convened for the purpose of considering the liquidation of the Association and the disposal of its assets, pass a resolution appointing a liquidator, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- (b) If, upon the liquidation of the Association, there remains after the satisfaction of all costs, debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions within New Zealand having objects similar to the objects of the Association and established for charitable purposes and which prohibit the distribution of its or their income and property among its own members to the same extent as is imposed on the Association. A resolution under this Rule as to disposal of surplus property or assets must be passed by a majority of two-thirds of the members present at the meeting.

(c) In the event of the said Special General Meeting being unable to pass a resolution as to the disposal of surplus assets with the majority required by the provision of the Rule then the provisions of section 27 of the Incorporated Societies Act 1908 shall apply.

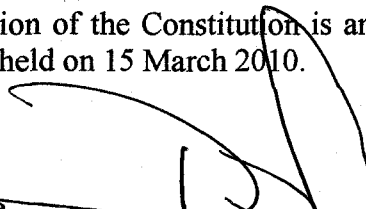
17. Common Seal

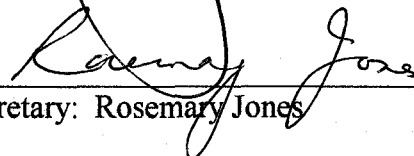
The Secretary shall provide for the safe custody of the Seal and the Seal shall not be used except in pursuance of a resolution of the Committee and in the presence of at least two officers of the Committee, one being either the President or the Vice-President, who shall both sign every instrument to which the Seal is affixed.


18. Indemnity of Officers

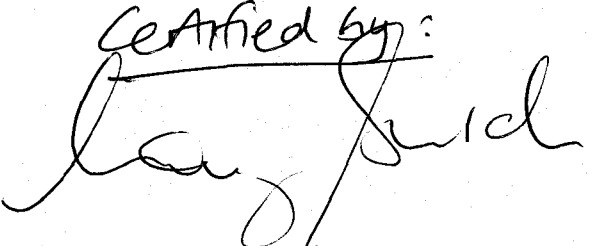
The Officers of the Association shall be indemnified by the Association from and against all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happens from their own wilful default.

The version of the Constitution is amended with the motions passed in the Special General Meeting held on 15 March 2010.

Signature  Date 17/5/10
President: David Tai

Signature  Date 17/5/10
Secretary: Rosemary Jones

Chris Lipscombe
Vice President  17/5/10

Certified by:
 J.P. Hellington
17/5/10